

WC 07-222

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BINGHAM

LEGAL INSIGHT. BUSINESS INSTINCT.

Brett P. Ferenchak
brett.ferenchak@bingham.com

September 5, 2007

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appl.
P.O. Box 358145
Pittsburgh, PA 15251-5145

SEP 05 2007 1

Re: In the Matter of the Joint Application of Onvoy, Inc., Transferor and Licensee, Minnesota Independent Equal Access Corporation, Licensee, and Zayo Bandwidth, Inc., Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of Onvoy, Inc. and Minnesota Independent Equal Access Corporation, Authorized Domestic and/or International Section 214 Carriers, to Zayo Bandwidth, Inc.

Dear Ms. Dortch:

On behalf of Onvoy, Inc. ("Onvoy"), Minnesota Independent Equal Access Corporation ("MIEAC"), and Zayo Bandwidth, Inc. ("Transferee") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of control of Onvoy and MIEAC to Transferee. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Brett P. Ferenchak
Brett P. Ferenchak

Counsel for Zayo Bandwidth, Inc.

- Boston
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Walnut Creek
- Washington

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20006-1806

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A/72184415.1

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145	SPECIAL USE ONLY FCC USE ONLY
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SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferenchak		
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000	(10) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED	
(11) PAYER (FRN) 0004353900	(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME		
Onvoy, Inc.		
(14) STREET ADDRESS LINE NO. 1 300 South Highway 169		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Minneapolis	(17) STATE MN	(18) ZIP CODE 55426
(19) DAYTIME TELEPHONE NUMBER (include area code) 952-230-4100	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED	
(21) APPLICANT (FRN) 0004-3230-28	(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, **M. Renee Britt**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE *M. Renee Britt* DATE 9/05/2007

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 2 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Minneosta Independent Equal Access Corporation

(14) STREET ADDRESS LINE NO. 1

300 South Highway 169

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Minneapolis

(17) STATE

MN

(18) ZIP CODE

55426

(19) DAYTIME TELEPHONE NUMBER (include area code)

952-230-4100

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0004-3230-36

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 3 of 3

SPECIAL USE

FCC USE ONLY

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(13) APPLICANT NAME Zayo Bandwidth, Inc.		
(14) STREET ADDRESS LINE NO. 1 950 Spruce Street		
(15) STREET ADDRESS LINE NO. 2 Suite 1A		
(16) CITY Louisville	(17) STATE CO	(18) ZIP CODE 80027
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-381-4664	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0016-5558-49	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)

Onvoy, Inc., Transferor and Licensee,)
Minnesota Independent Equal)
Access Corporation, Licensee,)

and)

Zayo Bandwidth, Inc., Transferee,)
)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a Transfer of)
Control of Onvoy, Inc. and Minnesota Independent)
Equal Access Corporation, Authorized Domestic)
and/or International Section 214 Carriers, to)
Zayo Bandwidth, Inc.)
_____)

File No. ITC-T/C-2007 _____

WC Docket No. 07- _____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Onvoy, Inc. ("Onvoy" or "Transferor"), Minnesota Independent Equal Access Corporation ("MIEAC") (Onvoy and MIEAC together "Licensees"), and Zayo Bandwidth, Inc. (formerly known as CII Holdco, Inc.) ("Zayo" or "Transferee") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary or required to enable the parties to consummate a

transaction whereby Zayo will acquire control of Licensees, non-dominant carriers holding authority from the Commission to provide telecommunications services.

Although the proposed transaction will result in a change in the ultimate ownership of Licensees, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensees will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent (except for the name change of Licensees described below) to the customers of Licensees.

B. Request for Expedited Consideration

As set forth below, Zayo has significant financial resources and its management team has substantial experience in owning and/or operating regulated telecommunications providers. As a result, the proposed transaction is structured to ensure that existing customers of Licensees will continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of Licensees will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange

services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Onvoy, Inc. and Minnesota Independent Equal Access Corporation

Onvoy is a Minnesota corporation with offices located at 300 South Highway 169, Minneapolis, Minnesota 55426. Onvoy is a privately held corporation that offers telecommunications services directly to commercial and wholesale customers in six states and through its wholly-owned subsidiary, MIEAC. MIEAC, a Minnesota corporation, provides centralized equal access ("CEA") in Minnesota and North Dakota. MIEAC has offices located at 300 South Highway 169, Minneapolis, Minnesota 55426.

Onvoy provides interstate telecommunications service pursuant to blanket domestic Section 214 authority. Onvoy also holds international Section 214 authority (1) to provide global resale services and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada. See IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452), DA 97-2070 (September 25, 1997) and IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769), DA 98-108 (January 22,

1998), respectively.¹ MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C-6400 (August 22, 1990).

B. Zayo Bandwidth, Inc. (f/k/a CII Holdco, Inc.)

Zayo is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("Parent" and together with Zayo, the "Company"), a Delaware limited liability company. Zayo and Parent have a principal office located at 950 Spruce Street, Suite 1A, Louisville, Colorado 80027. The Company was recently organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses. The acquisitions of (1) Memphis Networx, LLC (now known as Zayo Bandwidth Tennessee, LLC)² and (2) PPL Telcom, LLC (now known as Zayo Bandwidth Northeast, LLC) ("Zayo-NE") and PPL Prism, LLC (now know as Zayo Bandwidth Northeast Sub, LLC) ("Zayo-NE Sub")³ and the pending acquisition of Indiana Fiber Works LLC ("IFW")⁴ are the initial steps to realizing this business plan of the Company. The purchase of Licensees furthers that business plan. The Company has the technical, managerial, and financial qualifications to acquire control of Licensees. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

¹ These International Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). To the extent necessary, Onvoy requests that the Commission update its records to reflect that Onvoy currently holds the International Section 214 authorizations.

² Memphis Networx, LLC is a provider of intrastate communications services in Tennessee. The acquisition of Memphis Networx, LLC by Zayo was completed on July 31, 2007.

³ The acquisition of Zayo-NE and Zayo-NE Sub by Zayo was completed on August 24, 2007. The Commission approved the transfer of control in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

⁴ See WC Docket No. 07-159; IB File No. ITC-T/C-20070725-00295.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Merger Agreement Among CII Holdco, Inc., CII Merger Sub, Inc., Onvoy, Inc. and the Shareholders' Representative dated August 17, 2007 (the "Agreement"), Onvoy will merge with and into CII Merger Sub, Inc., a direct subsidiary of Zayo, with Onvoy surviving the merger. As a result of the merger, Zayo will hold all of the outstanding capital stock of Onvoy and, therefore, Zayo will acquire direct control of Onvoy and indirect control of MIEAC. For the Commission's convenience, a chart of the pre- and post-transaction corporate structure of Applicants is provided as Exhibit A.

Immediately following the consummation of the proposed transaction, the Licensees will continue to offer service with no change in the rates or terms and conditions of service. Following completion of the transaction, Licensees will change their names to names selected by Zayo. The names will be consistent with the "Zayo Bandwidth" brand that Zayo has selected for the other carriers it has acquired and is acquiring.⁵ Therefore, the transfer of control of the Licensees will be seamless and transparent (except for the name change) to customers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide the Licensees access to Zayo's substantial technical and management expertise and financial resources. These benefits are expected to strengthen the ability of the Licensees to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both the Licensees and Zayo to strengthen their competitive positions to the benefit of consumers and the telecommunications marketplace.

⁵ Licensees will file a letter indicating their new names once the name changes are completed. In addition, Licensees will provide their customers notice of the name change.

Further, the transaction will be conducted in a manner that will be transparent (except for the name change) to customers of the Licensees. The transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, the Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor/Licensee:

Onvoy, Inc.
300 South Highway 169
Minneapolis, MN 55426
(952) 230-4100

FRN: 0004323028

Licensee:

Minnesota Independent Equal Access Corporation
300 South Highway 169
Minneapolis, MN 55426
(952) 230-4100

FRN: 0004323036

Transferee:

Zayo Bandwidth, Inc.
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664

FRN: 0016555849

(b) Jurisdiction of Organizations:

Transferor/Licensee: Onvoy is a corporation formed under the laws of Minnesota.

Licensee: MIEAC is a corporation formed under the laws of Minnesota.

Transferee: Zayo is a corporation formed under the laws of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Onvoy and MIEAC:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com

With copies to:

Joy Gullikson
Corporate Counsel
Onvoy, Inc.
300 South Highway 169
Minneapolis, MN 55426
(952) 230-4263 (Tel)
(952) 230-4300 (Fax)
joy.gullikson@onvoy.com

For Zayo:

Andrew D. Lipman
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, D.C. 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
andrew.lipman@bingham.com
brett.ferenchak@bingham.com

With copies to:

Scott E. Beer
General Counsel
Zayo Bandwidth, Inc.
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@zayo.com

(d) **Section 214 Authorizations**

Onvoy holds blanket domestic Section 214 authority to provide interstate telecommunications service pursuant to 47 C.F.R. § 63.01. Onvoy also holds international Section 214 authority (1) to provide global resale services and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada. See IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452), DA 97-2070 (September 25, 1997) and IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769), DA 98-108 (January 22, 1998), respectively.⁶

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

⁶ As stated in footnote 1 above, these International Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). To the extent necessary, Onvoy requests that the Commission update its records to reflect that Onvoy currently holds the International Section 214 authorizations.

Zayo does not hold any domestic or international Section 214 authority. Zayo recently acquired Zayo-NE and Zayo-NE Sub, which hold Section 214 authority.⁷ In addition, Zayo is in the process of acquiring Indiana Fiber Works LLC, which also holds Section 214 authority.⁸ The domestic and international Section 214 Applications requesting approval of the transfer of control of Zayo-NE and Zayo-NE Sub were approved in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239. The domestic and international Section 214 Application requesting approval of the transfer of control of IFW are pending in WC Docket No. 07-159 and IB File No. ITC-T/C-20070725-00295.

As described in Section VI(a)(7), the Company is Affiliated through its investors with the following telecommunications carriers: (1) PR Wireless, Inc.; (2) Airband Communications, Inc.; (3) CSDRS, LLC; (4) CCTV Wireless; (5) New Global Telecom, Inc.; (6) Triad AWS, LLC; (7) Horizon Wi-Com, LLC; (8) Cavalier Telephone, LLC, Cavalier Telephone Mid-Atlantic, LLC, Elantic Telecom, Inc., Cavalier Networks, LLC, Talk America, Inc., LDMI Telecommunications, Inc., Network Telephone Corporation and The Other Phone Company; (9) Nuvox, Inc., Florida Digital Network, Inc. d/b/a FDN Communication, Southern Digital Network, Inc. d/b/a FDN Communication; (10) Cleveland Unlimited, LLC; and (11) TX-11 Acquisition, LLC (d/b/a Cellular One of East Texas).

- (h) (Answer to Questions 11 & 12) The following entities hold, directly or indirectly, a 10% or greater interest⁹ in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:¹⁰

⁷ Zayo-NE and Zayo-NE Sub hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01. Zayo-NE also holds international Section 214 authority to provide global resale services granted in IB File No. ITC-214-20020103-00004 (Jan. 23, 2002). Zayo-NE Sub does not provide international services.

⁸ IFW holds (1) blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01 and (2) international Section 214 authority to provide global resale services granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

⁹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

¹⁰ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Pre-Transaction Ownership of Onvoy and MIEAC:

- 1) The following entity currently holds a ten percent (10%) or greater direct interest in Minnesota Independent Equal Access Corporation.

Name: Onvoy, Inc.
Address: 300 South Highway 169
Minneapolis, MN 55426
Citizenship: U.S.
Principal Business: Telecommunication Services
% Interest: 100% (directly in MIEAC)

- 2) The following entities and individuals currently hold a ten percent (10%) or greater, direct or indirect, interest in Onvoy, Inc.

Name: Quantum Industrial Partners LDC ("QIP")
Address: c/o Caledonian Bank and Trust
69 Dr. Roy's Drive
George Town, Grand Cayman
Cayman Islands, B.W.I.
Citizenship: Cayman Islands
Principal Business: Investments
% Interest: 68.5%

QIH Management Investor, L.P., an investment advisory firm organized as a Delaware limited partnership ("QIHMI"), is a minority shareholder of, and is vested with investment discretion with respect to portfolio assets held for the account of QIP. The sole general partner of QIHMI is QIH Management LLC, a Delaware limited liability company ("QIH Management"). QIHMI and QIH Management have a registered address of c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801. Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC"), is the sole managing member of QIH Management. George Soros serves as Chairman of SFM LLC, Robert Soros serves as Deputy Chairman of SFM LLC, and Jonathan Soros serves as President and Deputy Chairman of SFM LLC and each is a U.S. citizen. SFM LLC and its Chairman and Deputy Chairmen can be contacted at the following address: 888 Seventh Avenue, 33rd Floor, New York, New York 10106.

Post-Transaction Ownership of Onvoy and MIEAC:

- 1) The following entity will continue to hold a ten percent (10%) or greater direct interest in Minnesota Independent Equal Access Corporation:

Name: Onvoy, Inc.
Address: 300 South Highway 169
Minneapolis, MN 55426
Citizenship: U.S.
Principal Business: Telecommunication Services
% Interest: 100% (directly in MIEAC)

- 2) The following entity will hold a ten percent (10%) or greater direct interest in Onvoy, Inc. (and indirect interest in MIEAC):

Name: Zayo Bandwidth, Inc.
Address: 950 Spruce Street, Suite 1A
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Telecommunications Services
% Interest: 100% (directly in Onvoy)

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entity currently holds and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater direct interest in Zayo Bandwidth, Inc.:

Name: Communications Infrastructure Investments, LLC
Address: 950 Spruce Street, Suite 1A
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

- 2) The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater, direct or indirect, interest in Communications Infrastructure Investments, LLC ("Parent"):

Name: Oak Investment Partners XII, Limited Partnership
("Oak Investment XII")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (directly in Parent)

Name: Oak Associates XII, LLC ("Oak Associates")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 26.4% (directly in Parent)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 26.4% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 26.4% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in Parent.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.
("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 24.0% (directly in Parent)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 27.2% (indirectly in Parent as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (3.0% direct interest in Parent) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% direct interest in Parent))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.7% (directly in Parent)

Name: Battery Partners VII, LLC
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in Parent as general partner of Battery Ventures VII and managing member of Battery Investment Partners VII, LLC (0.2% direct interest in Parent))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)
Rick Frisbie
Ken Lawler
Morgan Jones
Scott Tobin
Dave Tabors
Mark Sherman
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through Parent.

No entity that owns or controls 10% or more of Zayo through Parent has an interlocking directorate with any foreign carrier.

- (i) (Answer to Question 14) Transferee certifies that it is not currently a foreign carrier or currently affiliated with a foreign carrier. As a result of the transaction, Transferee will become affiliated within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with a foreign carrier, Onvoy, Inc. Onvoy is registered as a reseller of telecommunications services in Canada.
- (j) (Answer to Question 15) Transferee certifies that, through its acquisition of control of Licensees, Transferee does not seek to provide international telecommunications services to any destination country where:
 - (1) Transferee is a foreign carrier in that country; or
 - (2) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

However, Transferee certifies that through its acquisition of control of Licensees, it will directly control a foreign carrier, Onvoy, which provides telecommunications services in Canada.

- (k) Transferee certifies that Canada, the country referenced in paragraph (j) above, is a Member of the World Trade Organization ("WTO"). Onvoy, the foreign carrier listed in paragraph (j), is not on the Commission's List of Foreign Telecommunications Carriers that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on January 26, 2007. In addition, Onvoy, the foreign carrier listed in paragraph (j), offers services in competition with dominant foreign carriers and others.
- (l) Transferee, through Onvoy, may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to countries where it will have a foreign carrier affiliation. As demonstrated above and because Onvoy lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route, Onvoy should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).
- (m) Transferee qualifies for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's rules, 47 C.F.R. § 63.10(a)(1,3), because it is not a foreign carrier and, as demonstrated above in paragraph (k), its proposed affiliation will be with a non-dominant foreign carrier in a country that is a Member of the WTO.

- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) (i) Onvoy provides competitive local exchange services in Iowa, Minnesota, North Dakota and Wisconsin and interexchange services in Iowa, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin.

MIEAC provides CEA services in Minnesota and North Dakota.
- (ii) Zayo does not provide telecommunications services in any state. However, as stated above, Zayo currently controls Networx, Zayo-NE and Zayo-NE Sub and is in the process of acquiring control of IFW, all of which provide telecommunications services. Networx provides intrastate telecommunications services in Tennessee. Zayo-NE and Zayo-NE Sub provide competitive local exchange and/or interexchange services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. IFW provides telecommunications services in Indiana and dark fiber services in Illinois, Indiana, and Ohio.
- (iii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the

members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;
- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;
- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-

sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and

- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(iv) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider, (2) CCTV Wireless, a spectrum holding entity, (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers, (4) Triad AWS, LLC, a

spectrum holding entity, and (5) Horizon Wi-Com, LLC, a spectrum holding entity.

(v) To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Onvoy, Inc. and Minnesota Independent Equal Access Corporation.

Respectfully submitted,



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Minnesota Independent Equal
Access Corporation

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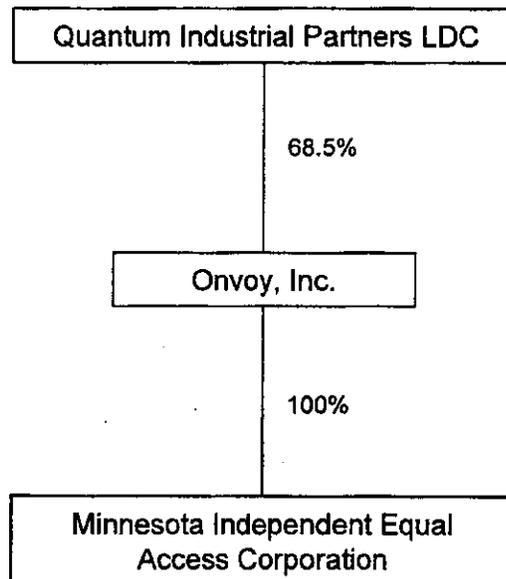
Counsel for Zayo Bandwidth, Inc.

Dated: September 5, 2007

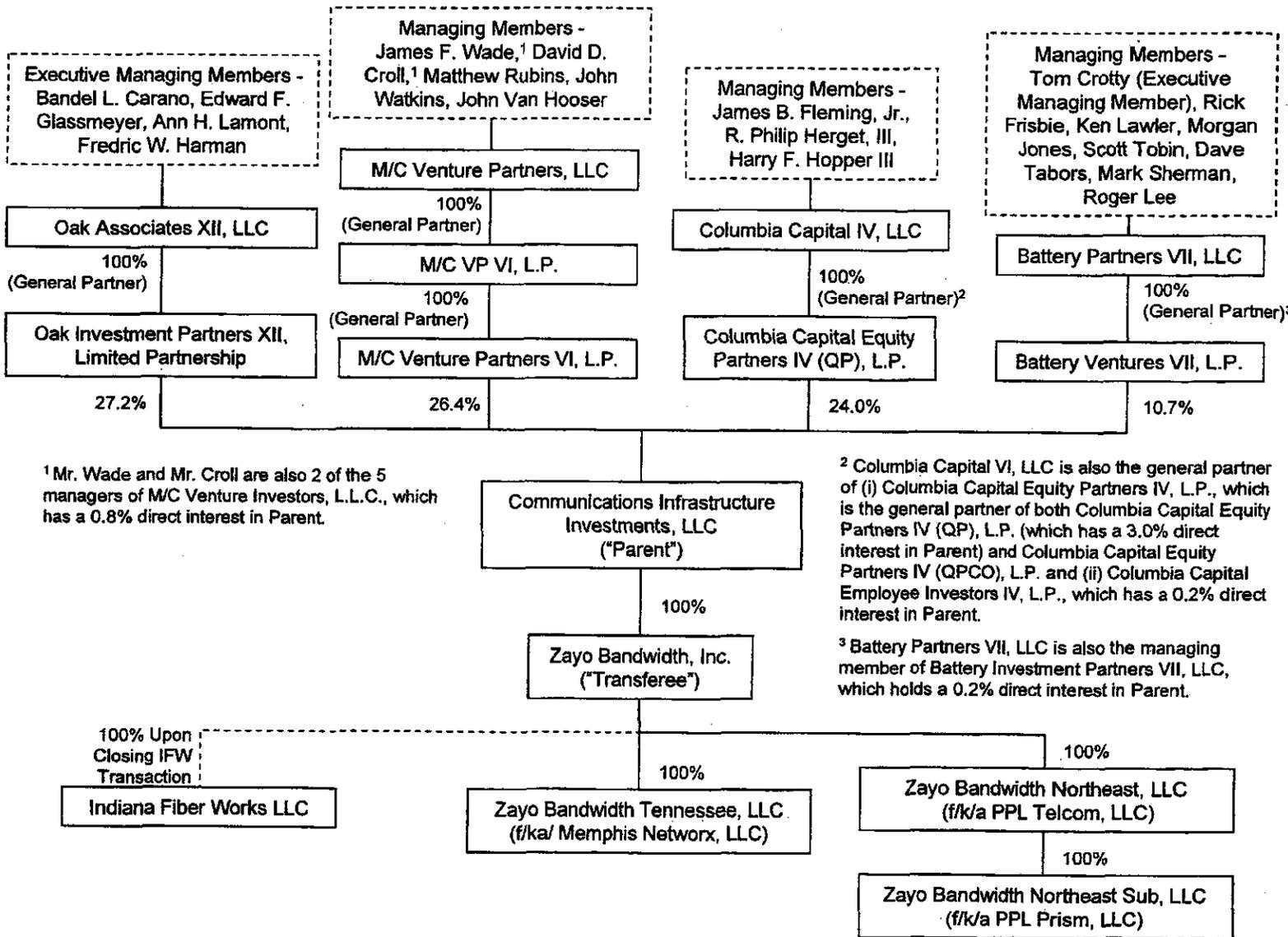
Exhibit A

Pre- and Post-Transaction Corporation Structure Chart

Pre-Transaction Corporate Structure of Licensees



Pre- and Post-Transaction Corporate Structure of Transferee

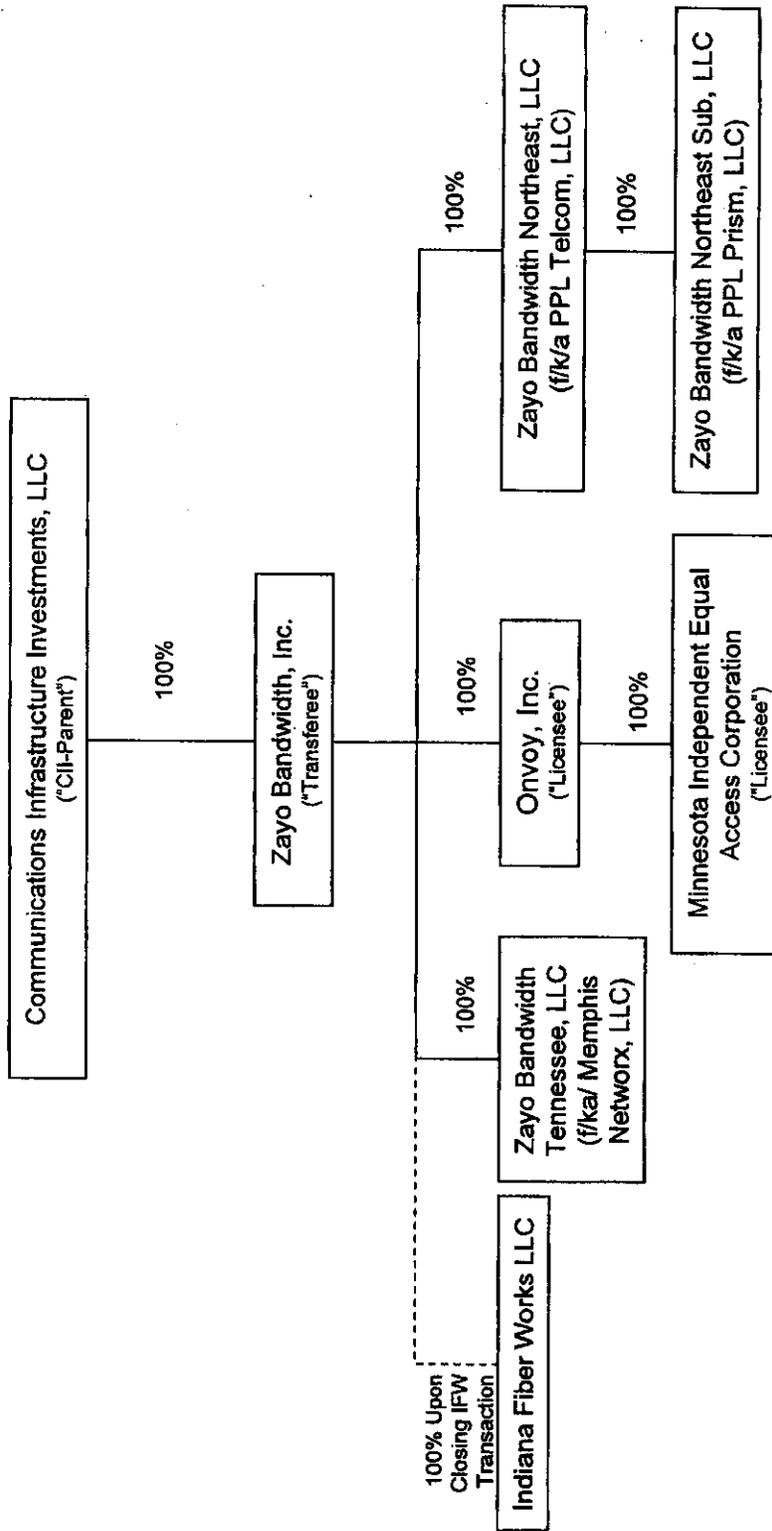


¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in Parent.

² Columbia Capital VI, LLC is also the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. (which has a 3.0% direct interest in Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in Parent.

³ Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in Parent.

Post-Transaction Corporate Structure of Licensees



Verifications

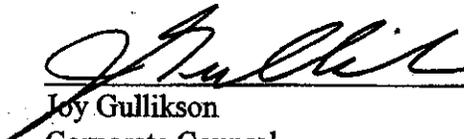
STATE OF MINNESOTA

COUNTY OF HENNEPIN

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§
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VERIFICATION

I, Joy Gullikson, state that I am the Corporate Counsel of Onvoy, Inc.; that I am authorized to make this Verification on behalf of Onvoy, Inc. and Minnesota Independent Equal Access Corporation (together, "Applicants"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.



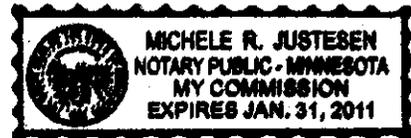
Joy Gullikson
Corporate Counsel
Onvoy, Inc.

Sworn and subscribed before me this 27th day of August, 2007.



Notary Public

My commission expires 1-31-2011



STATE OF COLORADO
COUNTY OF BOULDER

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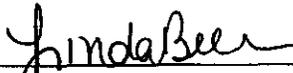
VERIFICATION

I, Scott E. Beer, state that I am the General Counsel of Zayo Bandwidth, Inc.; that I am authorized to make this Verification on behalf of Zayo Bandwidth, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Zayo Bandwidth, Inc. are true and correct to the best of my knowledge, information, and belief.



Scott E. Beer
General Counsel
Zayo Bandwidth, Inc.

Sworn and subscribed before me this 30th day of August, 2007.



Notary Public

My commission expires 6/8/2011